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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 16470
(ILLINOIS DEPARTMENT OF REVENUE)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Illinois Department of Revenue ("Illinois") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 16470 (Illinois Department of Revenue) and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on January 3, 2007, Illinois filed proof of claim number 16470 against Delphi which asserts a claim in the total amount of \$257,658.77, consisting of (i) an unsecured priority claim in the amount of \$222,477.02 (corresponding to \$206,847.00 for allegedly unpaid taxes and \$15,630.02 for prepetition interest), and (ii) a general unsecured claim in the amount of \$35,181.75 for prepetition penalties (collectively, the "Claim") arising from certain taxes allegedly owed by Delphi to Illinois.

WHEREAS, on April 27, 2007, the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance Claims, (d) Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims And Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May 29, 2007, Illinois filed its Creditor Illinois Department Of Revenue's Response To Debtor's Thirteenth Omnibus Objection To Claims (Docket No. 8141) (the "First Response"), and, on June 18, 2007, Illinois filed its Creditor Illinois Department Of Revenue's Supplemental Response To Debtor's Thirteenth Omnibus Objection To Claims (Docket No. 8283) (together with the First Response, the "Responses").

WHEREAS, on November 30, 2007, to resolve the Thirteenth Omnibus Claims Objection with respect to the Claim, Delphi and Illinois entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, Delphi acknowledges and agrees that the Claim shall be allowed against Delphi in the amount of \$222,477.02 (corresponding to \$206,847.00 in taxes and \$15,630.02 in prepetition interest).

WHEREAS, Delphi is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Illinois stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$222,477.02 (corresponding to \$206,847.00 in taxes and \$15,630.02 in prepetition interest) and shall be treated as an allowed unsecured priority tax claim against the estate of Delphi.
2. Illinois shall withdraw its Responses to the Thirteenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 12th day of December, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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